

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

<hr/> In re: NORTHWESTERN CORPORATION, Reorganized Debtor.	: : : : : : :	Chapter 11 Case No. 03-12872 (JLP) Related to Docket No. 3068
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**NORTHWESTERN CORPORATION'S DESIGNATION OF DOCUMENTS FOR THE
RECORD AND STATEMENT OF ISSUES ON APPEAL**

NorthWestern Corporation ("NorthWestern"), by and through its undersigned counsel and pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, hereby files this Designation of Documents for the Record and Statement of Issues on Appeal in connection with its appeal from the Order with Respect to Arbitration of Richard Hylland's Claims Against NorthWestern Corporation [Docket No. 3050].

Designation of Documents for the Record

	Docket No.	Description
1	1793	Limited Objection to Confirmation of First Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code
2	1985	Limited Objection to Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code
3	2020	Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code
4	2021	Second Amended and Restated Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Plan of Reorganization of the Debtor
5	2090	Transcript of August 25, 2004 Hearing Before the Honorable Charles G. Case, II
6	2234	Transcript of October 6, 2004 Hearing Before the Honorable Charles G. Case, II
7	2238	Order Confirming Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code

8	2276	Transcript of October 8, 2004 Hearing Before the Honorable Charles G. Case, II
9	2300	Notice of (A) Entry of Order Confirming the Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and (B) the Occurrence of the Effective Date
10	2519	Notice of Substantial Consummation of Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code
11	2598	Debtor's Second Motion (I) Authorizing Debtor to Terminate Certain NonQualified Retirement Plans Pursuant to 11 U.S.C. §§ 105(a) and 363 of the Bankruptcy Code; and (II) Objecting to and Seeking Reduction of Certain Claims Pursuant to 11 U.S.C. § 502(b)(1)
12	2923	Richard Hylland's (I) Objection to the Reorganized Debtor's Second Motion (i) Authorizing Debtor to Terminate Certain NonQualified Retirement Plans Pursuant to 11 U.S.C. §§ 105(a) and 363 of the Bankruptcy Code; and (ii) Objecting to and Seeking Reduction of Certain Claims Pursuant to § 502(b)(1); and (II) Cross-Motion for Order Confirming that the Supplemental Income Security Plan is an Obligation of Reorganized NorthWestern
13	2937	Richard Hylland's AMENDED (I) Objection to the Reorganized Debtor's Second Motion (i) Authorizing Debtor to Terminate Certain NonQualified Retirement Plans Pursuant to 11 U.S.C. §§ 105(a) and 363 of the Bankruptcy Code; and (ii) Objecting to and Seeking Reduction of Certain Claims Pursuant to § 502(b)(1); and (II) Cross-Motion for Order Confirming that the Supplemental Income Security Plan is an Obligation of Reorganized NorthWestern
14	2951	Objection to Richard Hylland's Cross-Motion for Order Confirming that the Supplemental Income Security Plan is an Obligation of Reorganized NorthWestern
15	2960	Response of Richard R. Hylland in Opposition to Reorganized Debtor's Objection to Claim Numbers 695, 696 and 813 filed by Richard R. Hylland, Pursuant to 11 U.S.C. §§502(b), (c), & (d) and Fed. R. Bankr. P. 3007
16	2975	Transcript of April 5, 2005 Hearing Before the Honorable John L. Peterson
17	2992	Notice of Agenda of Matters Scheduled for May 3, 2005
18	3049	Memorandum Opinion with Respect to Arbitration of Richard Hylland's Claims Against NorthWestern Corporation
19	3050	Order with Respect to Arbitration of Richard Hylland's Claims Against NorthWestern Corporation
20	3063	Transcript of May 3, 2005 Hearing Before the Honorable John L. Peterson

21	N/A	Proof of Claim Number 695
22	N/A	Proof of Claim Number 696
23	N/A	Proof of Claim Number 813

Statement of Issues on Appeal

1. Whether the Bankruptcy Court erred in determining that it lacked jurisdiction over Richard Hylland's ("Hylland") claim under the Supplemental Income Security Plan (the "SISP") where the confirmed Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the "Plan") expressly provides for termination of retiree benefits after the Effective Date under Section 8.6 of the Plan which provides:

Payment of any Retiree Benefits (as such benefits may have been modified during the Chapter 11 Case) shall be continued solely to the extent, and for the duration of the period, the Debtor is contractually or legally obligated to provide such benefits, subject to any and all rights of the Debtor under applicable law (including, without limitation, the Debtor's right to amend or terminate such benefits prior to or after the Effective Date).

2. Whether the Bankruptcy Court erred in determining Hylland's SISP claims should be determined in that certain arbitration styled as In the Matter of the Arbitration between Richard Hylland v. NorthWestern Corporation, Case No. 65 166 00285 03 (the "Hylland Arbitration") without first holding an evidentiary hearing.

3. Whether the Bankruptcy Court erred in determining that Hylland's SISP claim should be determined in the Hylland Arbitration when Section 8.6 of the Plan explicitly provides for post-Effective Date termination and where Hylland filed a proof of claim in the bankruptcy proceeding.

4. Whether the Bankruptcy Court erred in abstaining *sua sponte* from hearing and in effect transferring to the Hylland Arbitration the Second Motion (I) Authorizing Debtor to

Terminate Certain Non-Qualified Retirement Plans Pursuant to 11 U.S.C. §§ 105(a) and 363 of the Bankruptcy Code; and (II) Objecting to and Seeking Reduction of Certain Claims Pursuant to 11 U.S.C. § 502(b)(1) (the "Motion") which Motion addresses two (2) non-qualified retirement plans other than the SISP and Hylland's claim thereunder and twenty-five (25) claimants who except for Hylland are not parties to or otherwise involved in the Hylland Arbitration in any way.

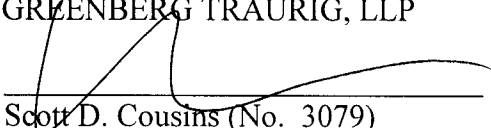
Dated: Wilmington, Delaware
May 23, 2005

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